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Signature(s)

## RULES OF ASSOCIATION

### Name of Association

1. The name of the Association is “**The Katharine Susannah Prichard Foundation Inc.**”

### Definitions

2. In these rules, unless the contrary intention appears-  
“annual general meeting” is the meeting convened under paragraph (b) of rule 16 (1);  
“Board” means the Board of Management referred to in rule 10;  
“Board meeting” means a meeting referred to in rule 16;  
“Board member” means a person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);  
“convene” means to call together for a formal meeting;  
“department” means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;  
“financial year” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;  
“general meeting” means a meeting to which all members are invited;  
“member” means a member of the Association;  
“ordinary resolution” means resolution other than a special resolution;  
“poll” means voting conducted in written form (as opposed to a show of hands);  
“special general meeting” means a general meeting other than the annual general meeting;  
“special resolution” has the meaning given by section 51 of the Act, that is-  
A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.  
At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules

do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act (2015)*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10(1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Board" means the Board of Management of the Association referred to in rule 10(1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10(1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10(1);

"the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10(1);

### **Objects of Association**

3. (1) The objects of the Association are:
- (a) To do anything that may be necessary to promote or encourage the craft of writing in all its forms in Western Australia, Australia and overseas.
  - (b) To encourage the study of literature and in particular the works of Western Australian authors.
  - (c) To preserve and maintain the former home and property of Katharine Susannah Prichard at 11 Old York Road, Greenmount, Western Australia.
  - (d) To collect, preserve and display literary works and memorabilia associated with Katharine Susannah Prichard and to preserve her memory.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **Powers of Association**

4. The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- (i) form Trusts to establish Public Funds for the purpose of:
  - (i) Having the Association and/or a Trust formed pursuant this clause recognised as a cultural organisation by the Commonwealth Minister responsible for the Arts.
  - (ii) Obtaining the endorsement of the Australian Taxation Office of each Trust established pursuant to this clause as a Deductible Gift Recipient in accordance with Sub-division 30-BA of the Income Tax Assessment Act 1997.
  - (iii) Encouraging members of the public to make donations to the Association.

AND each Public Fund so established shall:

- (iv) Use gifts made to the fund, and any money received because of such gifts, only for its principal purpose;
- (v) Not pay any of its profits or financial surplus, or give any of its property, to its members, or controllers;
- (vi) comply with any rules that the Treasurer and the Minister for the Arts (or the ministry which is its successor) make to ensure that the gifts made to the fund are used only for its principal purpose; and
- (vii) Give the Secretary to the Department of Communications, Information Technology and the Arts or its successor department, at intervals of six months, statistical information about gifts made to the public fund during the last six months.

AND if upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.

### **Qualifications for membership of Association**

5. (1) Membership of the Association is open to:
  - (a) Individual members, being natural persons, who may become members in accordance with rule 5(2);
  - (b) Family members, being a family of one or both parents and such of their children as are aged under 18 years, who may become members in accordance with rule 5(3);
  - (c) Corporate members, being bodies corporate having objects consistent with the objects of the Association, which may become members in accordance with rule 5(4);
  - (d) Honorary members, who may become members in accordance with rule 5(5);
  - (e) Life members, who may become members in accordance with rule 5(6).
- (2) A person who wishes to become an Individual member must:
  - (a) apply for membership to the Board in writing:
    - (i) signed by that person; and
    - (ii) in such form as the Board from time to time directs; and
  - (b) pay the current subscription applicable to that person determined in accordance with rule 7.
- (3) A family that wishes to become a Family member must:
  - (a) apply for membership to the Board in writing:
    - (i) giving details of the names of the parent or parents and children who are to be the subject of the Family membership and, in the case of the children, their dates of birth (together with such other details as are reasonably required by the form referred to in paragraph (iii));
    - (ii) signed by one parent, if only one parent is to be the subject of the Family membership, or otherwise by both parents; and
    - (iii) in such form as the Board from time to time directs; and
  - (b) pay the current subscription applicable to that family determined in accordance with rule 7.
- (4) A body corporate that wishes to become a Group member must:

- (a) apply for membership to the Board in writing:
    - (i) signed by a duly authorised representative of the body corporate and by both of the members referred to in paragraph (b); and
    - (ii) in such form as the Board from time to time directs; and
  - (b) be accepted by the Board. The Board must consider each application made under rule 5(4)(a) at a Board meeting and must at that Board meeting or the next Board meeting accept or reject that application; and
  - (c) pay the current subscription applicable to that body corporate determined in accordance with rule 7.
- (5) A person may become an Honorary member if that person is so appointed by the Board provided that an Honorary membership shall be for a term of no more than 5 years and otherwise as determined by the Board.
- (6) A person may become a Life Member if that person is or has previously been an Individual Member and is appointed as a Life Member by unanimous vote of the Board in recognition of his or her significant and extended services to the Association.
- (7) If only one parent is the subject of the Family membership then that parent shall be deemed appointed to represent the interests of the Family member in the Association. Otherwise, a Family member shall by notice in writing to the Association signed by both parents appoint one of them to represent the interests of the Family member in the Association. For the purposes of rule 9, the conduct of a delegate appointed in accordance with this rule 5(7) is deemed to be the conduct of the Family member (but nothing in this rule shall preclude the conduct of any other member of that family from being the basis for the suspension or expulsion of the Family member in accordance with rule 9).
- (8) A Corporate member shall by notice in writing to the Association signed by a duly authorised representative of the body corporate appoint one delegate (being an officer or member of the body corporate) to represent the interests of the Group member in the Association. For the purposes of rule 9, the conduct of a delegate appointed in accordance with this rule 5(8) is deemed to be the conduct of the Corporate member (but nothing in this rule shall preclude the conduct of any other officer or representative of the body corporate from being the basis for the suspension or expulsion of Corporate member in accordance with rule 9).
- (9) A body corporate whose application for Corporate membership is rejected under rule 5(4) must, if it wishes to appeal against that decision, give notice to the Secretary of its intention to do so within a period of 14 days from the date it is advised of the rejection.
- (10) When notice is given under rule 5(9), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

- (11) An Honorary member shall remain an Honorary member until the expiry of his or her appointment unless, before that date, he or she resigns as such or is expelled in accordance with rule 9.

### **Register of members of Association**

6. (1) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at 11 Old York Road, Greenmount, or at such other place as the Board determines from time to time.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in rule 6(1).

### **Subscriptions of members of Association**

7. (1) The Board shall from time to time determine the amount of the subscription to be paid by each member and in doing so may distinguish between the different categories of membership (as set out in rule 5) and allow for concessions to certain members or types of members within any such category on such grounds as the Board deems fit PROVIDED ALWAYS that Honorary members and Life members shall not be required to pay any subscription.
- (2) Each member (other than Honorary members and Life members) must pay to the Treasurer, annually on or before that date being the anniversary of the date that their current membership began or such other date as the Board from time to time determines, the amount of the subscription determined under rule 7(1).
- (3) Subject to rule 7(4), a member whose subscription is not paid within 1 month after the relevant date fixed by or under rule 7(2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 7(2) or within 1 month thereafter, or such other time as the Board allows.

### **Termination of membership of the Association**

8. Membership of the Association may be terminated upon:
- (a) receipt by the Secretary or another Board member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or

- (b) non-payment by a member of his or her subscription within 1 month of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7(3);
- (c) in the case of Honorary members, upon the expiry of the term of their appointment; or
- (d) expulsion of a member in accordance with rule 9.

### **Suspension or expulsion of members of Association**

9. (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member-
  - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct,

not less than 14 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under rule 9(1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to rule 9(6), a member has his or her membership suspended or ceases to be a member 7 days after the day on which the decision to suspend or expel a member is communicated to him or her under rule 9(2).
- (4) A suspension of a member shall be for such term, and may be on such conditions as to the expiration of the period of suspension, as the Board determines.
- (5) A member who is suspended or expelled under rule 9(2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 7 days referred to in rule 9(3).
- (6) When notice is given under rule 9(5):
  - (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting;
  - (b) where the member who gave that notice has been suspended, that suspension continues to have effect unless or and until the decision of the Board to suspend him or her is revoked under this rule 9(6);
  - (c) where the member who gave that notice has been expelled, that member does not cease to be a member unless or and

until the decision of the Board to expel him or her is confirmed under this rule 9(6), but is suspended until that decision is confirmed or revoked (as the case may be) under this rule 9(6).

### **Board of Management**

10. (1) Subject to rule 10(10), the affairs of the Association will be managed exclusively by a Board of Management consisting of-
- (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) not more than 5 other persons,
- all of whom must be members of the Association. Elections for membership of the Board shall be held at each annual general meeting.
- (2) The Secretary and the Treasurer and other Board members must be elected to membership of the Board at an annual general meeting or appointed under rule 10(9). The Chairperson and the Vice-Chairperson shall be appointed by the Board at the first Board meeting following the annual general meeting.
- (3) A Board member's term will be from his or her election at an annual general meeting or appointment under rule 10(9) (as the case may be) until the close of the next annual general meeting provided always that he or she is eligible for re-election to membership of the Board at that meeting.
- (4) A member is not eligible for election to membership of the Board unless a member has nominated him or her for election:
- (a) by delivering notice in writing of that nomination (specifying whether the nomination is for Secretary, Treasurer or other Board member), signed by the nominator and the nominee, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held; or
  - (b) by verbal nomination (specifying whether the nomination is for Secretary, Treasurer or other Board member) at the annual general meeting concerned, provided that such nomination shall not be valid unless the nominee is present at the meeting and consents to the nomination or evidence is furnished to the satisfaction of the Chairperson that that nominee consents to the nomination.
- (5) A person who is eligible for election or re-election under this rule may:
- (a) nominate himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- (6) Where the number of persons nominated in accordance with rule 10(4) for election to:
- (a) the position of Secretary exceeds one; or
  - (b) the position of Treasurer exceeds one; or



- (c) membership of the Board (other than as Secretary or Treasurer) exceeds seven;

the Chairperson must direct that an election be held to determine the position or positions in dispute.

- (7) If an election is to be held, the election shall be conducted in such manner as the Chairperson shall stipulate and the nominees who receive the highest number of votes shall be declared elected to the Board PROVIDED THAT where the number of votes recorded in favour of any nominee is the lowest of the numbers of votes cast and:

- (a) that number equals the number of votes recorded in favour of any other nominee; and
- (b) if each of those nominees were to be declared elected the number of persons elected would exceed the maximum number allowed under this rule 10;

as between those nominees, the election shall be decided by a show of hands of those present and entitled to vote, with the Chairperson having a casting vote in addition to his or her deliberative vote.

- (8) If the number of persons nominated in accordance with rule 10(4) for election to:

- (a) the position of Secretary is one only; or
- (b) the position of Treasurer is one only; or
- (c) membership of the Board (other than as Secretary or Treasurer) does not exceed seven;

then the Chairperson must declare those persons to be duly elected to the position or positions in question.

- (9) If the maximum number of Board members allowed under rule 10(1) has not been exceeded after the application of rule 10(7) or 10(8), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board, then:

- (a) the Board may appoint a member or members to fill that vacancy or vacancies (as the case may be); and
- (b) a member appointed under this rule 10(9) will hold office until, and be eligible for election to membership of the Board at, the next following annual general meeting.

- (10) A person ceases to be a Board member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Board or is removed from office; or
- (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (e) fails to attend three consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

- (11) The Board may delegate, in writing, to one or more sub-committees (consisting of such persons as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (12) Any delegation under rule 10(11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (13) The Board may at any time, in writing, revoke wholly or in part any delegation under rule 10(11).
- (14) A Board member is entitled to be paid out of the funds of the Association for any reimbursements or out-of-pocket expenses properly incurred in connection with the Association's business.

### **Chairperson and Vice-Chairperson**

- 11. (1) Subject to this rule, the Chairperson must preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of:
  - (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,
 must preside at the general meeting.
- (3) In the event of the absence from a Board meeting of:
  - (a) the Chairperson, the Vice-Chairperson; or
  - (b) both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting,
 must preside at the Board meeting.

### **Secretary**

- 12. The Secretary must-
  - (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Board and of the Association;
  - (c) comply on behalf of the Association with-
    - (i) section 53(1) of the Act with respect to the register of members of the Association, as referred to in rule 6;
    - (ii) section 35(1) of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

- (iii) section 53(1) of the Act by maintaining a record of -
  - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 22; and
  - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

## **Treasurer**

### **13. The Treasurer must-**

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must record those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised person, or by any two others as are authorised by the Board;
- (d) comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by-
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

- (e) whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

### **Casual vacancies in membership of Board**

14. A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-
- (a) dies;
  - (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson;
  - (c) is convicted of an offence under the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent from more than-
    - (i) 3 consecutive Board meetings; or
    - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;
 of which meetings the member received notice, and the Board has resolved to declare the office vacant;
  - (f) ceases to be a member of the Association; or
  - (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

### **Proceedings of Board**

15. (1) The Board must meet together for the dispatch of business not less than 12 times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board. All members of the Board shall be given at least seven (7) days notice of the time, date and place and agenda of such meetings.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting 4 Board members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- (6) As required under section 42 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract,

made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) Rule 15(6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (8) The Secretary must cause every disclosure made under rule 15(6)(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

### **General meetings**

16. (1) The Board-
- (a) may at any time convene a special general meeting;
  - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50(3) of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
  - (c) must, within 30 days of-
    - (i) receiving a request in writing to do so from not less than 25% of all members, convene a special general meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9(4), convene a general meeting to deal with the appeal to which that notice relates.
- (2) The members making a request referred to in rule 16(1)(c)(i) must:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a) in rule 16(1)(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
  - (b) in rule 16(1)(c)(ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under rule 16(3)(a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to rule 16(7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to rule 16(7), the Secretary must give to all members not less than 14 days notice of an annual general meeting and that notice must specify:
  - (a) when and where the annual general meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows-
    - (i) first, the consideration of the accounts and reports of the Board;
    - (ii) second, the election of Board members to replace outgoing Board members; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however, in addition to those matters specified in rule 16(5) or (6), as relevant, the notice of the meeting must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under rule 16(5) or (6) by:
  - (a) serving it on a member personally; or
  - (b) sending it by email; or
  - (c) sending it to the postal address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under rule 16(8)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

### **Quorum and proceedings at general meetings**

- 17. (1) At a general meeting 10 members eligible to vote present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16(5) or (6):
  - (a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses (and in the case of rule 16(1)(c)(ii), the appeal to which that meeting relates shall be deemed dismissed); or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands

adjourned to the same time on the same day in the following week and to the same venue.

- (3) If within 30 minutes of the time appointed by rule 17(2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 17(9); and
  - (b) a special resolution put to the vote will be decided in accordance section 30(1), and, if a poll is demanded, in accordance with rules 17(9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17(9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under rule 17(9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under rule 17(9) must be taken immediately on that demand being made.

### **Minutes of meetings of Association**

- 18. (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under rule 18(1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the

next succeeding general meeting or Board meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **Voting rights of members of Association**

- 19. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) Subject to rule 20, a Family member and a Corporate member shall only be entitled to vote by its delegate appointed in accordance with (as the case may be) rule 5(7) or (8).
- (3) An Honorary member shall have no voting rights (unless he or she is also an Individual member, in which case his or her voting right is that determined by rule 19(1), subject to these rules).

### **Proxies of members of Association**

- 20. An Individual member, Life member or the delegate of a Family member or Corporate member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

### **Rules of Association**

- 21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 31 and 33 of the Act, which is as follows-
  - (a) Subject to rule 21(1)(d) and (e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until rule 21(1)(b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until rules 21(1)(a)



- to (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until rules 21(1)(a) to (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

### **Common seal of Association**

- 22. (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, Vice-Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

### **Inspection of records, etc. of Association**

- 23. Subject to the requirements of the Act, the inspection by a member of any of the books, documents, records and securities of the Association shall only be undertaken with the prior approval of the Board, given in writing, signed by the Chairperson or Secretary.

### **Disputes and mediation**

- 24. (1) The grievance procedure set out in this rule applies to disputes under these rules between:
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board;

- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **Distribution of surplus property on winding up of Association**

25. If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.